



BISHOP'S COUNCIL OF TRUSTEES

Comprising

The Bishop's Council
Norwich Diocesan Board of Finance Executive Committee
Norwich Diocesan Mission and Pastoral Committee
Norwich Diocesan Parsonages Board

CONSTITUTIONAL DOCUMENTS

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1. INTRODUCTION

1.1 Following a comprehensive governance review undertaken in 2021 and 2021, the functions of the four main governing bodies of the Diocese of Norwich were combined into one composite body: the Bishop's Council of Trustees (**BCT**).

1.2 The BCT comprises:

1.2.1 The Bishop's Council;

1.2.2 Norwich Diocesan Board of Finance Executive Committee;

1.2.3 The Diocesan Mission and Pastoral Committee; and

1.2.4 The Diocesan Parsonages Board.

1.3 Notwithstanding the new combined structure, which is intended to streamline the administrative function and operational efficiency of these groups, all four of these bodies continue to exist in separate forms. Each is governed by its own legal framework, deriving from, variously, Church of England and secular legislation and regulation.

1.4 This document sets out the constitutional framework of each of the bodies comprising the BCT (or, for ease of reference, provides electronic links to such material). They should be read in conjunction with the accompanying Terms of Reference for the BCT.

2. THE BISHOP'S COUNCIL

2.1 Summary

2.1.1 The bishop's council is the standing committee of the Diocesan Synod. It is usually referred to as 'the bishop's council and standing committee' in ecclesiastical legislation; in the Diocese of Norwich it tends to be simply referred to as 'Council' or the 'Bishop's Council') (**Bishop's Council**) (*N.B. lowercase references in this document to 'bishop's council and standing committee' refer to these more generally, rather than that for the Diocese of Norwich specifically*).

2.1.2 It is constituted in accordance with:

2.1.2.1 Section 4 of the Synodical Government Measure 1969 (the **Synodical Government Measure**);

2.1.2.2 Rule 44(2)(h) of the Church Representation Rules 2020 (the **CRR**); and

2.1.2.3 The standing orders for the Norwich Diocesan Synod (the **Standing Orders**).

2.2 The Synodical Government Measure

2.2.1 The text of the Synodical Government Measure (as amended from time to time) is available here:

<https://www.legislation.gov.uk/ukcm/1969/2>

2.2.2 Section 4(4) of the Synodical Government Measure provides that the advisory and consultative functions of diocesan synod may be discharged on behalf of the synod by the bishop's council and standing committee.

2.2.3 The same subsection then cross refers to the provision in the CRR to make standing orders to deal with the appointment of members of the bishop's council and standing committee.

2.2.4 The bishop's council and standing committee is permitted to refer matters back to the diocesan synod as appropriate.

2.3 The CRR

2.3.1 The CRR are constituted under Schedule 3 of the Synodical Government Measure, as amended by the General Synod from time to time).

2.3.2 The full text is available via the link to the Synodical Government Measure at section 2.3 above, but the rules are set out in a more 'user-friendly' format on the Church of England's website.

2.3.3 CRR Part 4 (which contains Rule 44) is available here:

<https://www.churchofengland.org/about/policy-and-thinking/church-representation-rules/church-representation-rules-online-part-4>

2.3.4 Rule 44(2)(h) of the CRR requires standing orders for all diocesan synods to include provision:

“for there to be a bishop's council and standing committee of the synod which has such membership as the standing orders may provide and:

(i) the functions exercisable by it under section 4(4) of [the 1969] Measure, and

(ii) such other functions as may be conferred by the standing orders or by or under [the 1969 Measure] or any other Measure or by or under Canon.”

2.4 Standing Orders

2.4.1 The Standing Orders for the Diocese of Norwich are available via its website here: [

<https://www.dioceseofnorwich.org/app/uploads/2019/10/Diocesan-Synod-Standing-Orders-June-2013.pdf>).

- 2.5 Paragraphs 74 – 77 inclusive of the Standing Orders set out the functions and arrangements as to the membership of the Bishop’s Council. These are replicated below for ease of reference.

The Bishop’s Council and Standing Committee

Functions

74. The Bishop’s Council and Standing Committee (in this section referred to as “the Council”) is the Body in which all lines of Diocesan oversight, leadership and decision-making meet; the Bishop and his Staff, the Diocesan Synod and all statutory and non-statutory Diocesan Boards, Committees and working groups. Its functions and purpose shall be:
- (i) To advise the Bishop on overall Diocesan strategy and policy, supporting the Bishop in giving leadership and co-ordination to the life, mission and ministry of the Church throughout the Diocese;
 - (ii) To be responsible in particular for formulating and approving policies which require Diocesan funding; to decide budget priorities and to present an annual budget to the Diocesan Synod for debate and approval;
 - (iii) To assist the Bishop in keeping such policies and priorities under review and to approve, when necessary, adjustments to such policies; in particular, to work with the Diocesan Board of Finance in monitoring income and expenditure against budget;
 - (iv) To ensure the effective communication of priorities, strategies and policies within the Diocese;
 - (v) To oversee and co-ordinate the work of all Diocesan Boards, Committees, Forums, Working Groups and responsible individuals; to ensure regular reporting to the Council and/or Diocesan Synod as appropriate;
 - (vi) To act as the Standing Committee of the Diocesan Synod (all references in these Standing Orders to “the Standing Committee” shall mean the Council); to approve the Agenda for meetings of the Synod prepared by an Agenda Planning Group comprising the Chairman and the Secretary of the Council (or their delegate representatives) together with the Clerical and Lay vice-Presidents;

- (vii) To oversee and review the workings of the Synodical process, with particular attention to the connection between Deanery, Diocesan and General Synods; to ensure that business is properly planned and scheduled, dealing with matters handed down from General Synod or delegated by resolution of Diocesan Synod.

Membership

75. The Council shall consist of:

Ex-officio Members

The President
The Suffragan Bishops
The Dean of Norwich
The Archdeacons
The Vice-Presidents
The Chairman of the Diocesan Board of Finance
The Chairman of the Diocesan Mission and Pastoral Committee (unless a member by other means)

Elected Members

Three members of the House of Clergy *of the Diocesan Synod* and three members of the House of Laity *of the Diocesan Synod*

Co-opted Members

Up to six additional lay members appointed by the President acting in consultation with the Diocesan Nominations Committee who shall have regard to the composition of the Council so as to achieve a balance so far as possible of clerical and lay members, gender and proper representation of the life of the Diocese and of Diocesan Boards.

Not less than one third of the Standing Committee shall be clergy members and not less than one third of the Standing Committee shall be lay members.

Elections

76. The elected members of the Council shall be elected by the House of which each is a member, immediately after the election of a new Synod, and shall retire on the election of their successors or on ceasing to be qualified. The procedure for their election shall be as provided in Standing Orders 83-87.

Officers

77. The Officers of the Committee shall be as follows:-

- (i) The President of the Synod shall be Chairman but may delegate this role as and when he considers appropriate to any Suffragan Bishop or to either of the Vice Presidents;
- (ii) The Diocesan Secretary or an officer delegated by the Secretary shall be Secretary.

3. NORWICH DIOCESAN BOARD OF FINANCE EXECUTIVE COMMITTEE

3.1 Summary

- 3.1.1 Each Church of England diocese must have a diocesan board of finance, which is a company for the purposes of English company law and which holds property for purposes connected with the Church of England and transacts business in relation thereto. It acts as the legal entity for the diocese, and is the contracting entity for transactional purposes.
- 3.1.2 Norwich Diocesan Board of Finance Limited (**NDBF**) was incorporated on 28 March 1906 and is registered as follows:
 - 3.1.2.1 as a (charitable) company limited by guarantee, registered in England and Wales with company number 00088175;
 - 3.1.2.2 as a charity with the Charity Commission for England and Wales, with charity number 249318.
- 3.1.3 It is constituted in accordance with:
 - 3.1.3.1 The Diocesan Boards of Finance Measure 1925 (the **DBF Measure**); and
 - 3.1.3.2 Its Memorandum and Articles of Association, as amended and registered at Companies House and with the Charity Commission from time to time (the **Articles**).
- 3.1.4 NDBF is subject to company law and charity law, in particular the Companies Act 2006 (<https://www.legislation.gov.uk/ukpga/2006/46/contents>) and the Charities Act 2011 (<https://www.legislation.gov.uk/ukpga/2011/25/contents>), and all other relevant legislation pertaining to registered charitable companies such as data protection, trust and finance law.

- 3.1.5 The Articles set out that there shall be an Executive Committee of NDBF (**NDBF exec**). These persons are the directors - for the purposes of company law - and trustees - for the purposes of charity law - of NDBF. As such, they are responsible for the governance and oversight of the activities of NDBF to Companies House and the Charity Commission (its two regulators) and accountable to the members of NDBF – that is, the Diocesan Synod – for its activities and actions.
- 3.1.6 The NDBF directors and trustees are one and the same, and in signing as trustees they are also signing in their capacity as company directors. They are required to uphold fiduciary and trustees’ duties by acting always in the NDBF’s best interests.

3.2 Constitutional Documents

- 3.2.1 The full text of the DBF Measure is available here:
<https://www.legislation.gov.uk/ukcm/Geo5/15-16/3>
- 3.2.2 The most recent Articles are those filed at Companies House on 22 August 2017, available via the NDBF’s online register entry here:
<https://find-and-update.company-information.service.gov.uk/company/00088175/filing-history>

4. NORWICH DIOCESAN MISSION AND PASTORAL COMMITTEE

4.1 Summary

- 4.1.1 Each Church of England diocese is required to have a mission and pastoral committee. This is the body responsible for reviewing the arrangements for pastoral supervision in the diocese and making recommendations thereto.
- 4.1.2 In Norwich the functions of the Diocesan Mission and Pastoral Committee (**DMPC**) have traditionally been undertaken by the Bishop’s Council.
- 4.1.3 The DMPC is constituted under Part 2 and Schedule 1 of the Mission and Pastoral Measure 2011 (**Mission and Pastoral Measure**), the text of which is available here:

<https://www.legislation.gov.uk/ukcm/2011/3/part/2>

4.2 Establishment

4.2.1 Section 2 of the Mission and Pastoral Measure requires the diocesan synod of every diocese to establish a mission and pastoral committee to undertake the functions set out in that Measure, and to provide such committee with a written constitution which shall comply with the provisions of Schedule 1 to the Measure.

4.2.2 The DMPC is required to present annually to the Diocesan Synod and Church Commissioners as to its activities and the exercise of its functions.

4.3 **Functions**

The core functions of the DMPC are set out in sections 3 and 4 of the Mission and Pastoral Measure as follows:

3 *Functions of mission and pastoral committees*

- (1) In carrying out any of its functions the mission and pastoral committee shall, without prejudice to section 1, have regard to worship, mission and community as central to the life and work of the Church of England.
- (2) In carrying out any of its functions the mission and pastoral committee shall also have regard to—
 - (a) the financial implications for the diocese and the Church of England as a whole;
 - (b) subject to subsection (5), the need to allocate appropriate spheres of work and to ensure that appropriate conditions of service are enjoyed by those employed or holding office in the diocese and, where relevant, that reasonable remuneration is provided for all those engaged in the cure of souls;
 - (c) the traditions, needs and characteristics of particular parishes; and
 - (d) any other aspects of the policies of the diocesan synod to which the synod has requested the committee to have regard in discharging its responsibilities.
- (3) It shall be the duty of the mission and pastoral committee—
 - (a) to make or assist in making better provision for the cure of souls in the diocese as a whole and, to the extent that the committee thinks appropriate, in particular parts of the diocese or in particular parishes;

- (b) from time to time, as the bishop may direct, or as the committee thinks fit, to review arrangements for pastoral supervision and care in the diocese as a whole and, to the extent that the committee thinks appropriate, in particular parts of the diocese or in particular parishes (including sharing agreements in respect of a church or parsonage house and any proposals for sharing agreements);
 - (c) from time to time, as the bishop may direct, or as the committee thinks fit, to prepare strategies or proposals for carrying out the committee's functions under paragraphs (a) and (b) for submission to the bishop and the diocesan synod for their approval;
 - (d) to maintain an overview of matters relating to church buildings in the diocese and their use, other than matters which are within the jurisdiction of the consistory court or within the functions of the Diocesan Advisory Committee;
 - (e) in the case of listed buildings or buildings in a conservation area, to make, in accordance with section 55, every endeavour to find a suitable alternative use or suitable alternative uses for churches which are proposed to be closed and buildings which have been closed for regular public worship in the diocese under a pastoral church buildings scheme and, in the case of any other such building, to develop proposals for the suitable alternative use or uses of the building or for the demolition of the building and the disposal of its site;
 - (f) where it considers it desirable, to make recommendations to the bishop in accordance with section 6 or 21 for any of the matters for which provision may be made under this Measure (other than section 50) by a pastoral scheme or order; and
 - (g) to carry out any other functions conferred upon a mission and pastoral committee of a diocese by any enactment.
- (4) The mission and pastoral committee shall, in carrying out any of its functions, to the extent that it thinks appropriate, consult any other persons or bodies, whether within the Church of England or not, which exercise functions or carry out activities relevant to the functions of the committee.
- (5) Nothing in this section shall enable the mission and pastoral committee—
- (a) to exercise functions conferred on any other person or body by or under any enactment, or

- (b) to fix or alter the terms of service of any person employed or holding office in the diocese.

4 Conventional districts

It shall be the duty of the mission and pastoral committee of a diocese from time to time as may be directed by the bishop, and in any event at least once every five years, to review the arrangements for pastoral supervision in each conventional district in the diocese and, in cases where they consider it desirable, to make recommendations to the bishop in accordance with section 6 or 21 for any of the matters for which provision may be made under this Measure (other than section 50) by a pastoral scheme or pastoral order.

4.4 Constitution

The constitution of the DMPC is, unless otherwise provided by the Diocesan Synod, set out in accordance with Schedule 1 to the Mission and Pastoral Measure, the text of which is set out below.

SCHEDULE 1

Constitution and Procedure of the Mission and Pastoral Committee

- 1 There shall be a person to be known as “the Chair”.
- 2 The bishop, if he so wishes, may be a member and may also be the Chair.
- 3 Unless the bishop is the Chair, the Chair shall be appointed by the bishop.
- 4 All archdeacons in the diocese shall be members or, if there is only one archdeacon, that archdeacon shall be a member.
- 5 Subject to paragraphs 1 to 4, the members of the committee shall be such number of persons and appointed or elected in such manner and for such period of office as the diocesan synod shall determine, but so as to secure that the number of members who are of the clergy and the number of members who are of the laity are, as nearly as possible, the same.
- 6 The written constitution of the committee shall provide for a quorum.
- 7 Subject to paragraph 6, the committee may act notwithstanding any vacancy in the membership or any defect in its composition.
- 8 The committee shall have power to appoint sub-committees and to appoint to them persons who are not members of the committee but the constitution may prescribe the minimum numbers or proportion of members of a sub-committee who are members of the committee.

- 9 The committee may delegate any of its functions to a sub-committee except the duty under section 6(5) or 21(4) to afford opportunities to incumbents of benefices and vicars in team ministries and persons subject to Common Tenure to meet the committee itself and its functions under Schedule 4.
- 10 The committee and any sub-committee shall have power to appoint persons who have appropriate expertise whether or not as members of another body to provide advice on any of their functions.
- 11 The committee shall have power to make provision for the appointment of a secretary to the committee and any sub-committee.
- 12 Subject to the preceding provisions of this Schedule and to any directions given by the diocesan synod, the committee shall have power to regulate its own procedure and that of any sub-committee and to provide for any other matters which it thinks fit.

5. NORWICH DIOCESAN PARSONAGES BOARD

5.1 Summary

- 5.1.1 Each Church of England diocese must have a parsonages board, which is a body corporate responsible for matters relating to property owned by the church (the **Parsonages Board**).
- 5.1.2 It is constituted in accordance with the Repair of Benefice Buildings Measure 1972 (the **Repair of Benefice Buildings Measure**).
- 5.1.3 The full text of the Repair of Benefice Buildings Measure is available here:
<https://www.legislation.gov.uk/ukcm/1972/2/contents>
- 5.1.4 In the Diocese of Norwich, the functions of the Parsonages Board are undertaken by the NDBF in accordance with section 1 of the Repair of Benefice Buildings Measure.
- 5.1.5 Where a diocese determines to so delegate to its board of finance, the functions of the Parsonages Board must be undertaken through a special committee. In the Diocese of Norwich this is known as the Property Committee.

5.2 Constitution

Section 1 of the Repair of Benefice Buildings Measure sets out details of the constitution of the Parsonages Board as follows:

Diocesan Parsonages Boards

- 1 Appointment or designation and constitution of Parsonages Boards.

- (1) As soon as possible after the passing of this Measure every diocesan synod shall provide by scheme either—
 - (a) for the appointment of a Board for the purposes of this Measure, which shall be known as the Parsonages Board for the diocese concerned; or
 - (b) for designating the Diocesan Board of Finance as the Board for the purposes of this Measure; and references in this Measure to “the Board” shall be construed as referring to the Parsonages Board or, as the case may be, the Diocesan Board of Finance for the diocese concerned.
- (2) Every such scheme shall provide for the appointment of fit persons to be surveyors for the purposes of this Measure (hereinafter referred to as “diocesan surveyors”) and for determining their remuneration and terms of service.[Provided that no person appointed as a surveyor after the coming into force of section 6 of the Church of England (Miscellaneous Provisions) Measure 2005 shall be considered to be a fit person for the purposes of this subsection unless that person is registered under the Architects Act 1997 or is a corporate member of the Chartered Institute of Building or the Royal Institution of Chartered Surveyors or a member of such other body as the Commissioners may determine and appearing to them to be suitably qualified.]
- (3) If the scheme provides for the appointment of a Parsonages Board, it shall also provide for the appointment of a secretary of the Board, and for determining his remuneration and terms of service.
- (4) All archdeacons of a diocese for which a Parsonages Board is appointed shall be ex officio members of the Board, and of the remaining members not less than one third shall be clergymen elected by the beneficed and, if the scheme so provides, the licensed clergy of the diocese, and not less than one third shall be lay persons; but subject as aforesaid the membership of the Board and the method of election or appointment and term of office of its members other than ex-officio members shall be prescribed by the scheme.
- (5) A Parsonages Board shall be a body corporate, with perpetual succession and a common seal, and the purposes of the Board shall be the furtherance of the work of the Church of England by the exercise of their functions under this Measure, and they shall in the exercise of those functions have power to enter into contracts, hold property, borrow money, execute works (whether by entering into contracts or by the employment of direct labour) and have such other ancillary powers as may be provided by scheme of the diocesan synod.
- (6) Subject to the preceding provisions of this section, the constitution and procedure of a Parsonages Board shall be prescribed by scheme of the diocesan synod, and provision may be made for the appointment of committees and the exercise of functions by them, and for the appointment of officers and other staff of a Parsonages Board and for determining their remuneration and terms of service.

- (7) A Parsonages Board shall present an annual report and annual accounts to the diocesan synod, and within one month of such presentation the secretary of the synod shall send a copy of the report and accounts to the Commissioners together with a copy of any resolutions passed thereon by the synod.
- (8) The Board shall comply with any such directions as may be given to them by resolution of the diocesan synod.
- (9) If the Diocesan Board of Finance is designated by a scheme under subsection (1),—
 - (a) the scheme shall provide for the delegation of the Board's functions under this Measure to a committee or committees of the Board constituted in accordance with the scheme, and regard shall be had in prescribing the membership of the committee or committees (which may include persons other than members of the Board) to the need for adequate representation of the clergy and laity, and the scheme may contain provisions as to the procedure of any such committee;
 - (b) the Memorandum and Articles of Association of the Board or (if they are not a registered company) the constitution thereof shall be deemed to include the furtherance of the work of the Church of England by the exercise of functions under this Measure and such ancillary powers as are necessary for the exercise of those functions and to give effect to any provisions of the said scheme;
 - (c) subsection (7) shall apply to the Board with the modification that the annual report and annual accounts there mentioned may be presented as a separate part of the Board's annual report and annual accounts.

5.3 For the Parsonages Board for the Diocese of Norwich, further terms of delegation where necessary are set out in the Property Committee's Terms of Reference.